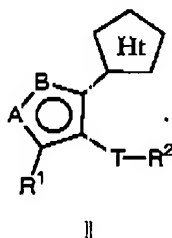


AMENDMENT TO THE CLAIMS

1. (Currently amended) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

Ht is pyrrol-3-yl having  $R^3$  and  $QR^4$  substituents;

A-B is N-O or O-N;

$R^1$  is hydrogen or -NHR;

T is a valence bond;

Q is -C(O) or -SO<sub>2</sub>;

each R is independently selected from hydrogen or an optionally substituted aliphatic group having one to six carbons;

$R^2$  is an aryl group substituted with up to three  $R^8$  substituents;

$R^3$  is hydrogen;

$R^4$  is - $R^6$  or -NHR<sup>6</sup>;

each  $R^6$  is independently selected from -(CH<sub>2</sub>)<sub>y</sub> $R^7$ ;

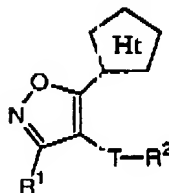
y is 0-6;

each  $R^7$  is an optionally substituted group independently selected from aryl, heteroaryl, or heterocyclyl;

each  $R^8$  is independently selected from halogen, -R', or -OR'; wherein each R' is

independently selected from hydrogen[[,]] or an optionally substituted C<sub>1-12</sub> aliphatic [[; and]].

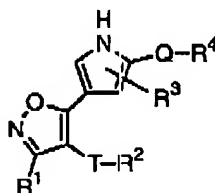
2. (Currently amended) The compound according to claim 1 having the formula:



II

or a pharmaceutically acceptable salt thereof, ~~wherein the variables Ht, T, R<sup>1</sup>, and R<sup>2</sup> are as defined in claim 1.~~

3. (Currently amended) The compound according to claim 2 having the formula:



II-A

or a pharmaceutically acceptable salt thereof, ~~wherein the variables Q, T, R<sup>1</sup>, R<sup>3</sup>, R<sup>3</sup>, and R<sup>4</sup> are as defined in claim 1.~~

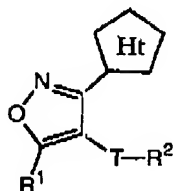
4. (Previously amended) The compound according to claim 3, wherein said compound has one or more features selected from the group consisting of:

- (a) Q is -CO-;
- (b) R<sup>1</sup> is hydrogen; and
- (c) R<sup>7</sup> is an optionally substituted heterocyclyl group.

5. (Previously amended) The compound according to claim 4, wherein:

- (a) Q is -CO-;
- (b) R<sup>1</sup> is hydrogen; and
- (c) R<sup>7</sup> is an optionally substituted heterocyclyl group.

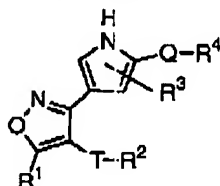
6. (Currently amended) The compound according to claim 1 having the formula:



III

or a pharmaceutically acceptable salt thereof, ~~wherein the variables Ht, T, R¹, and R² are as defined in claim 1.~~

7. (Currently amended) The compound according to claim 6 having the formula:



III.A

or a pharmaceutically acceptable salt thereof, ~~wherein the variables Q, T, R¹, R², R³, and R⁴ are as defined in claim 1.~~

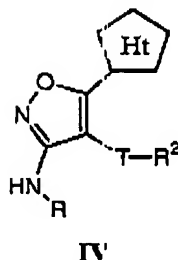
8. (Previously amended) The compound according to claim 7, wherein said compound has one or more features selected from the group consisting of:

- (a) Q is -CO-;
- (b) R¹ is hydrogen; and
- (c) R⁷ is an optionally substituted heterocyclyl group.

9. (Previously amended) The compound according to claim 8, wherein:

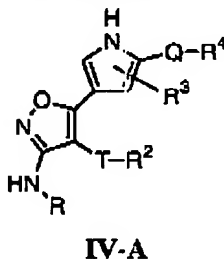
- (a) Q is -CO-;
- (b) R¹ is hydrogen; and
- (c) R⁷ is an optionally substituted heterocyclyl group.

10. (Currently amended) The compound according to claim 1 having the formula:



or a pharmaceutically acceptable salt thereof, ~~wherein the variables Ht, T, R¹, and R² are as defined in claim 1.~~

11. (Currently amended) The compound according to claim 10 having the formula:



or a pharmaceutically acceptable salt thereof, ~~wherein the variables Q, T, R¹, R², R³, and R⁴ are as defined in claim 1.~~

12. (Previously amended) The compound according to claim 11, wherein said compound has one or more features selected from the group consisting of:

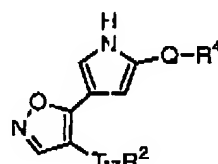
- (a) Q is -CO-; and
- (b) R⁷ is an optionally substituted heterocyclyl group.

13. (Previously amended) The compound according to claim 12, wherein:

- (a) Q is -CO-; and
- (b) R⁷ is an optionally substituted heterocyclyl group.

Claims 14-17 (Canceled)

18. (Currently amended) The compound according to claim 1, wherein said compound is selected from the following ~~Table 1 and Table 2~~ compounds having formulae II-A and IV-A:



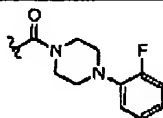
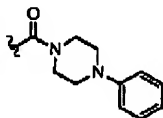
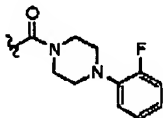
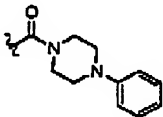
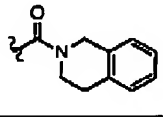
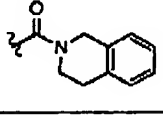
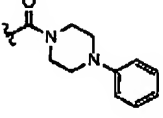
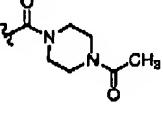
II-A

Compounds of Formula II-A

No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-2	2-chlorophenyl	CONHCH <sub>2</sub> (Ph)
IIA-3	2-chlorophenyl	CO(morpholin-4-yl)
IIA-4	4-methoxyphenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-5	3-fluorophenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-6	3-methoxyphenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-7	2,5-dimethoxyphenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-8	3,4-difluorophenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-9	2,3-difluorophenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-10	2,5-difluorophenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-11	4-methoxyphenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-12	3-fluorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-13	3-methoxyphenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-14	2,5-dimethoxyphenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-15	3,4-difluorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-16	2,3-difluorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-17	2,5-difluorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-18	4-methoxyphenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-19	3-fluorophenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-20	3-methoxyphenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-21	2,5-dimethoxyphenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-22	3,4-difluorophenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-23	2,3-difluorophenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-24	2,5-difluorophenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-25	4-fluorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)

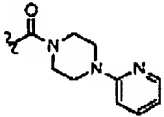
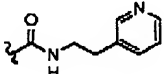
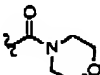
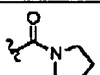
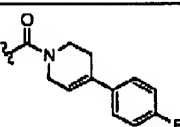
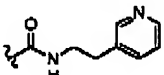
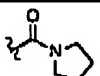
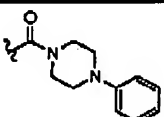
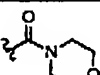

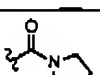
No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-26	4-methoxyphenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-27	3-fluorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-28	3-methoxyphenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-29	2,5-dimethoxyphenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-30	3,4-difluorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-31	2,3-difluorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-32	2,5-difluorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-33	4-fluorophenyl	CO(morpholin-4-yl)
IIA-34	4-methoxyphenyl	CO(morpholin-4-yl)
IIA-35	3-fluorophenyl	CO(morpholin-4-yl)
IIA-36	3-methoxyphenyl	CO(morpholin-4-yl)
IIA-37	2,5-dimethoxyphenyl	CO(morpholin-4-yl)
IIA-38	2,3-difluorophenyl	CO(morpholin-4-yl)
IIA-39	2,5-difluorophenyl	CO(morpholin-4-yl)
IIA-40	4-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-41	4-methoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-42	3-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-43	3-methoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-44	2,5-dimethoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-45	2,3-difluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-46	2,5-difluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-47	3-chlorophenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-48	3-chlorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-49	3-chlorophenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-50	3-chlorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-51	3-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-52	4-chlorophenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-53	4-chlorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-54	4-chlorophenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-55	4-chlorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-56	4-chlorophenyl	CO(morpholin-4-yl)
IIA-57	4-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-58	3,4-dichlorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-59	3,4-dichlorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)


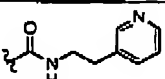
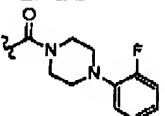

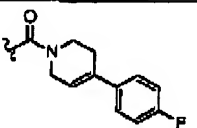
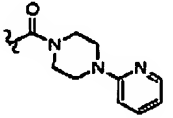
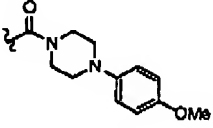
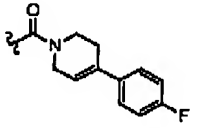
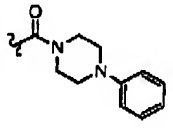
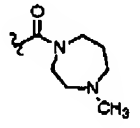
No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-60	3,4-dichlorophenyl	CO(morpholin-4-yl)
IIA-61	3,4-dichlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-62	2-F-3-chlorophenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-63	2-F-3-chlorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-64	2-F-3-chlorophenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-65	2-F-3-chlorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-66	2-F-3-chlorophenyl	CO(morpholin-4-yl)
IIA-67	2-F-3-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-68	3-Cl-4-fluorophenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-69	3-Cl-4-fluorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-70	3-Cl-4-fluorophenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-71	3-Cl-4-fluorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-72	3-Cl-4-fluorophenyl	CO(morpholin-4-yl)
IIA-73	3-Cl-4-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-74	3,4-dimethoxyphenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-75	3,4-dimethoxyphenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-76	3,4-dimethoxyphenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-77	3,4-dimethoxyphenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-78	3,4-dimethoxyphenyl	CO(morpholin-4-yl)
IIA-79	3,4-dimethoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-80	4-benzo[1,3]dioxol-5-yl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-81	4-benzo[1,3]dioxol-5-yl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-82	4-benzo[1,3]dioxol-5-yl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-83	4-benzo[1,3]dioxol-5-yl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-84	4-benzo[1,3]dioxol-5-yl	CO(morpholin-4-yl)
IIA-85	4-benzo[1,3]dioxol-5-yl	CO(4-Me-piperazin-1-yl)
IIA-86	3,5-dichlorophenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IIA-87	3,5-dichlorophenyl	CONHCH <sub>2</sub> (pyridin-3-yl)
IIA-88	3,5-dichlorophenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IIA-89	3,5-dichlorophenyl	CONHCH <sub>2</sub> (1-Et-pyrrolidin-2-yl)
IIA-90	3,5-dichlorophenyl	CO(morpholin-4-yl)
IIA-91	3,5-dichlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-92	3-Cl-4-SO <sub>2</sub> NH <sub>2</sub> -phenyl	CO(morpholin-4-yl)
IIA-93	3-chlorophenyl	CO(morpholin-4-yl)

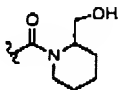
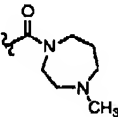
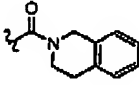
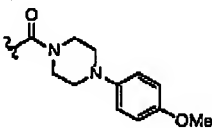
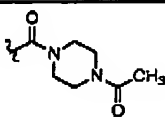
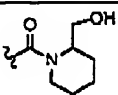
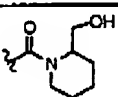
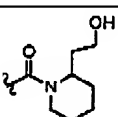
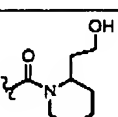
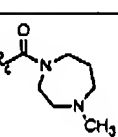
No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-94	phenyl	pyridin-4-yl
IIA-95	2-chlorophenyl	morpholin-4-yl
IIA-96	2-chlorophenyl	CH <sub>2</sub> (morpholin-4-yl)
IIA-97	4-methoxyphenyl	CH <sub>2</sub> (pyridin-4-yl)
IIA-106	phenyl	
IIA-107	phenyl	
IIA-108	3,4-dimethoxyphenyl	
IIA-109	3-chlorophenyl	
IIA-110	3-chlorophenyl	
IIA-111	3-methylphenyl	
IIA-114	2-fluoro-3-chlorophenyl	
IIA-115	3-chlorophenyl	

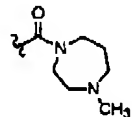
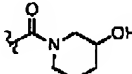
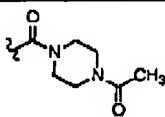
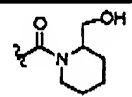
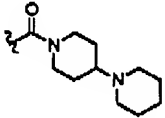
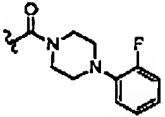
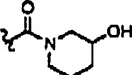
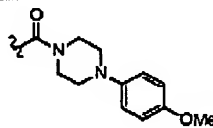
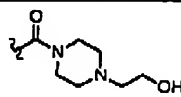
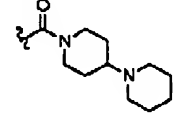


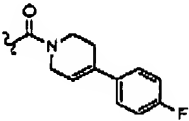
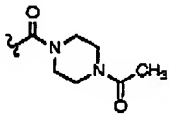
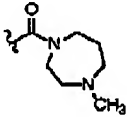
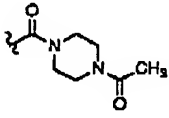
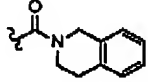
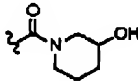
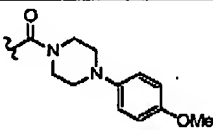
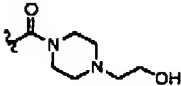
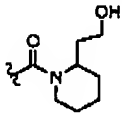
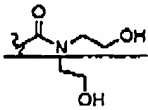
No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-116	3,4-dimethoxyphenyl	
IIA-117	3,4-dimethoxyphenyl	
IIA-119	3-methylphenyl	
IIA-120	2-fluoro-3-chlorophenyl	
IIA-121	2-fluoro-3-chlorophenyl	
IIA-122	2-fluoro-3-chlorophenyl	
IIA-123	3-chlorophenyl	
IIA-124	3,4-dimethoxyphenyl	
IIA-125	2-fluoro-3-chlorophenyl	
IIA-126	2-fluoro-3-chlorophenyl	

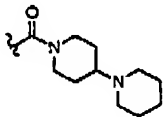
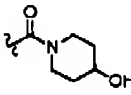
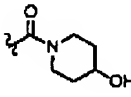
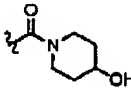
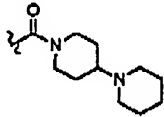
No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-130	phenyl	
IIA-131	phenyl	
IIA-132	phenyl	
IIA-133	phenyl	
IIA-134	phenyl	
IIA-135	3,4-dimethoxyphenyl	
IIA-136	3,4-dimethoxyphenyl	
IIA-137	3,4-dimethoxyphenyl	
IIA-138	3-methylphenyl	
IIA-139	3-methylphenyl	
IIA-140	3-methylphenyl	

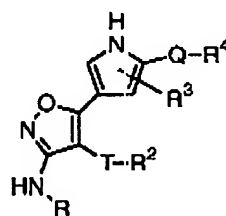
No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-141	2-fluoro-[[1,]]3-chlorophenyl	
IIA-142	3-chlorophenyl	
IIA-143	3-chlorophenyl	
IIA-144	3-chlorophenyl	
IIA-145	3-chlorophenyl	
IIA-146	3-chlorophenyl	
IIA-148	phenyl	
IIA-150	3,4-dimethoxyphenyl	
IIA-151	3-methylphenyl	
IIA-152	3-methylphenyl	

No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-153	phenyl	
IIA-154	phenyl	
IIA-155	phenyl	
IIA-156	3,4-dimethoxyphenyl	
IIA-157	3,4-dimethoxyphenyl	
IIA-159	3-methylphenyl	
IIA-160	3-chlorophenyl	
IIA-161	phenyl	
IIA-162	3-chlorophenyl	
IIA-163	3,4-dimethoxyphenyl	

No.	T-R <sup>2</sup>	Q-R <sup>1</sup>
IIA-164	3-chlorophenyl	
IIA-165	phenyl	
IIA-167	phenyl	
IIA-168	3,4-dimethoxyphenyl	
IIA-169	3,4-dimethoxyphenyl	
IIA-170	3,4-dimethoxyphenyl	
IIA-171	3-methylphenyl	
IIA-172	3-methylphenyl	
IIA-173	3-methylphenyl	
IIA-174	3-methylphenyl	

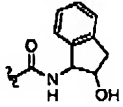
No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-175	3-methylphenyl	
IIA-176	3-methylphenyl	
IIA-177	2-fluoro-[[.]]3-chlorophenyl	
IIA-179	2-fluoro-[[.]]3-chlorophenyl	
IIA-180	2-fluoro-[[.]]3-chlorophenyl	
IIA-182	3-chlorophenyl	
IIA-183	3-chlorophenyl	
IIA-184	3-chlorophenyl	
IIA-187	3-methylphenyl	
IIA-188	3-methylphenyl	

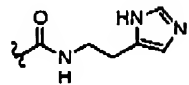
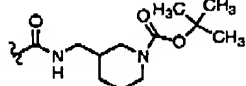
No.	T-R <sup>2</sup>	Q-R <sup>4</sup>
IIA-190	2-fluoro-[1,1]3-chlorophenyl	
IIA-191	phenyl	
IIA-192	3,4-dimethoxyphenyl	
IIA-193	3-methylphenyl	
IIA-194	phenyl	



IV-A

## Compounds of Formula IV-A

No.	R	T-R <sup>2</sup>	Q-R <sup>4</sup>
IVA-4	H	phenyl	CO(pyrrolidin-1-yl)
IVA-5	Me	phenyl	CONHCH <sub>2</sub> (Ph)
IVA-16	Me	3-Cl-phenyl	CONHCH <sub>2</sub> (pyridin-4-yl)
IVA-17	H	5-Cl-phenyl	
IVA-18	H	5-F-phenyl	CONHCH <sub>2</sub> (tetrahydrofuran-2-yl)
IVA-19	Me	5,6-F <sub>2</sub> -phenyl	CO(4-Me-piperidin-1-yl)
IVA-20	H	4-Cl-phenyl	CONHCH <sub>2</sub> (pyrid-4-yl)

No.	R	T-R <sup>2</sup>	Q-R <sup>d</sup>
IVA-21	H	4,5-(OMe) <sub>2</sub> -phenyl	
IVA-22	Me	4,5-Cl <sub>2</sub> -phenyl	

19. (Currently amended) A composition comprising a compound according to claim 1[[:]] and a pharmaceutically acceptable carrier.

20. (Original) The composition according to claim 19 wherein said compound is formulated in a pharmaceutically acceptable manner for administration to a patient.

21. (Currently amended) The composition according to claim 19 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, and agent for treating liver disease, ~~an anti-viral agent~~, an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

22. (Currently amended) The composition according to claim 20 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, and agent for treating liver disease, ~~an anti-viral agent~~, an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

Claim 23 (Withdrawn)

Claims 24-26 (Canceled)

Claims 27-41 (Withdrawn)

Claims 42-43 (Canceled)